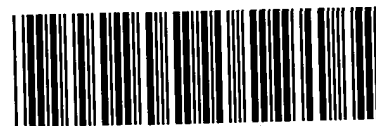


**Strategic Report, Report of the Directors and  
Financial Statements for the Year Ended 31 December 2014**  
**for**  
**SMB (Barnstaple) Limited**

WEDNESDAY



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COMPANIES HOUSE

**Contents of the Financial Statements  
for the Year Ended 31 December 2014**

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**DIRECTORS:**

D S Carr  
Mrs B V Carr  
A J Barrett  
J C Glanville FCA

**REGISTERED OFFICE:**

85 Meneage Street  
Helston  
Cornwall  
TR13 8RD

**REGISTERED NUMBER:**

02561237 (England and Wales)

**SENIOR STATUTORY AUDITOR:**

Christine Glover FCA

**AUDITORS:**

A C Mole & Sons  
Chartered Accountants & Statutory Auditor  
Stafford House  
Blackbrook Park Avenue  
Taunton  
Somerset  
TA1 2PX

**BANKERS:**

Lloyds Bank plc  
1 Market Place  
Helston  
Cornwall  
TR13 8SU

**SOLICITORS:**

Foot Anstey  
Senate Court  
Southernhay Gardens  
Exeter  
EX1 1NT

**Strategic Report  
for the Year Ended 31 December 2014**

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The directors present their strategic report for the year ended 31 December 2014.

The company traded as Westerly Barnstaple and held the franchises for BMW and MINI. Its principal activities throughout the year were selling and repairing motor vehicles and supplying motor accessories.

The company is a member of the Helston Garages Group which operates a number of similar dealerships in western England.

The performance of the company and franchise is dependent on the support of the manufacturer. The level of this support varies from year to year and even during the year.

The directors consider the following Key Performance Indicators to be of relevance:-

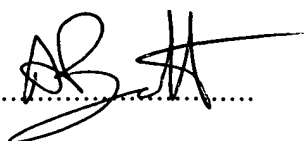
	2014	2013	2012	2011
	£'000	£'000	£'000	£'000
Turnover	18,461	17,170	16,770	13,631
Gross profit	595	702	322	187
Operating profit	142	259	275	117
Profit before tax	90	199	219	62
Shareholders funds	1,467	1,296	1,136	962

Given the straight forward nature of the business, the directors are of the opinion that further analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

The company ceased trading on 31st December 2014 when its trade and assets were transferred to group company, Helston Garages Ltd, as part of a group restructure.

**ON BEHALF OF THE BOARD:**

.....  
A J Barrett - Director



Date: 29/9/15 .....

**Report of the Directors  
for the Year Ended 31 December 2014**

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The directors present their report with the financial statements of the company for the year ended 31 December 2014.

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2014.

**FUTURE DEVELOPMENTS**

The company ceased trading on 31st December 2014 as a result of a group restructure. There are no current plans for the company to recommence trading.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2014 to the date of this report.

D S Carr  
Mrs B V Carr  
A J Barrett  
J C Glanville FCA

Other changes in directors holding office are as follows:

J Cooper - resigned 31 December 2014  
T Downer - resigned 31 December 2014  
T Moore - resigned 31 December 2014

**FINANCIAL INSTRUMENTS**

The group does not actively use financial instruments as part of its financial risk management. Due to the industry it operates within, the exposure to the usual credit and cashflow risk associated with selling on credit is minimal and it manages this through standard credit control procedures. The nature of its financial instruments means that the group's exposure to the price risk of financial instruments is therefore minimal. As the counterparty to all financial instruments is either its banker or its suppliers, it is also exposed to minimal credit and liquidity risks in respect of these instruments.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Report of the Directors  
for the Year Ended 31 December 2014

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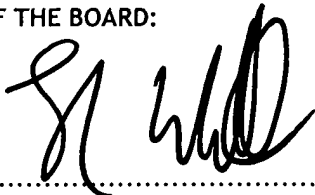
**STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued**

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD:



.....  
J C Glanville FCA - Director

Date: 29/9/15 .....

We have audited the financial statements of SMB (Barnstaple) Limited for the year ended 31 December 2014 on pages seven to sixteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on pages three and four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

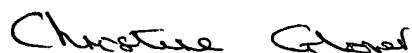
**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Christine Glover FCA (Senior Statutory Auditor)  
for and on behalf of A C Mole & Sons  
Chartered Accountants & Statutory Auditor  
Stafford House  
Blackbrook Park Avenue  
Taunton  
Somerset  
TA1 2PX

Date: .....29/9/15.....



Profit and Loss Account  
for the Year Ended 31 December 2014

	Notes	2014 £'000	2013 £'000
<b>TURNOVER</b>		18,461	17,170
Cost of sales		<u>17,866</u>	<u>16,468</u>
<b>GROSS PROFIT</b>		595	702
Administrative expenses		<u>453</u>	<u>443</u>
<b>OPERATING PROFIT</b>	3	142	259
Impairment gain		<u>18</u>	<u>-</u>
		160	259
Interest payable and similar charges	4	<u>70</u>	<u>60</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		90	199
Tax on profit on ordinary activities	5	<u>(81)</u>	<u>39</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u>171</u>	<u>160</u>

**DISCONTINUED OPERATIONS**

All of the company's activities were discontinued on 31 December 2014 when its trade was transferred to Helston Garages Ltd.

**TOTAL RECOGNISED GAINS AND LOSSES**

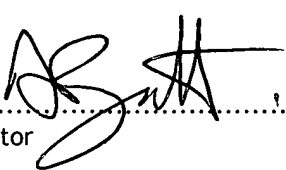
The company has no recognised gains or losses other than the profits for the current year or previous year.

The notes form part of these financial statements

Balance Sheet  
31 December 2014

	Notes	2014 £'000	£'000	2013 £'000	£'000
<b>FIXED ASSETS</b>					
Tangible assets	6		-		2,454
<b>CURRENT ASSETS</b>					
Stocks	7	-		1,351	
Debtors	8	1,489		667	
		1,489		2,018	
<b>CREDITORS</b>					
Amounts falling due within one year	9	22		3,111	
<b>NET CURRENT ASSETS/(LIABILITIES)</b>			1,467		(1,093)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			1,467		1,361
<b>PROVISIONS FOR LIABILITIES</b>	11		-		65
<b>NET ASSETS</b>			1,467		1,296
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		50		50
Profit and loss account	13		1,417		1,246
<b>SHAREHOLDERS' FUNDS</b>	18		1,467		1,296

The financial statements were approved by the Board of Directors on 29/9/15 and were signed on its behalf by:

  
A J Barrett - Director

The notes form part of these financial statements

Notes to the Financial Statements  
for the Year Ended 31 December 2014

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1. ACCOUNTING POLICIES

**Accounting convention**

The financial statements are prepared under the historical cost convention modified to include the revaluation of certain freehold land and buildings and in accordance with applicable accounting standards.

**Turnover**

Turnover, which is stated net of valued added tax, represents amounts invoiced to third parties.

The turnover and pre-tax profit is attributable to one activity, the selling and repairing of motor vehicles and supplying motor accessories in the South West of England.

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write down each asset to its residual value over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property	- see below
Plant, machinery, fixtures and fittings	- between 10% and 20% on cost
Garage vehicles	- at varying rates
Computer equipment	- 20% on cost

Freehold land is not depreciated. Freehold buildings are maintained to a very high standard such that their residual value is not materially less than their current value, so no depreciation charge is provided in respect of freehold buildings.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable.

**Stocks**

Stocks are valued at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

New vehicles are consigned to the company but legal title does not pass at the time of consignment. The company does however have an obligation to finance consignment vehicles and this obligation is recognised on the balance sheet within creditors, with the corresponding interest in the consignment stock being recognised as a prepayment within debtors.

**Deferred tax**

Deferred tax is not provided in respect of gains arising from the revaluation of fixed assets or gains on disposal of fixed assets that have been rolled over into replacement assets. Deferred tax is recognised in respect of all other timing differences that have originated but not reversed at the balance sheet date. Deferred tax is charged at the tax rates expected to apply in the periods in which timing differences reverse.

**Hire purchase and leasing commitments**

Assets acquired under finance leases or hire purchase contracts are capitalised in the balance sheet. The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2014**

**1. ACCOUNTING POLICIES - continued**

**Revaluations**

Freehold and long leasehold properties are stated in the balance sheet at their market value. For properties acquired more than three years before the balance sheet date, market value is determined on a cyclical basis by a professional valuation carried out by an independent qualified valuer. Properties acquired within three years of the balance sheet date are stated at cost which the directors consider to be the fairest measurement of market value. Revaluation surpluses are credited to the revaluation reserve. Revaluation deficits are charged to the revaluation reserve to the extent that they reverse previous surpluses and thereafter to the profit and loss account.

**Cash flow statement**

The company's ultimate holding company is Helston Garages Group Limited, and the cash flow movements of the company are included in the consolidated cash flow statement of the group. Consequently, this company is exempt under the terms of Financial Reporting Standard No.1 from publishing a cash flow statement.

**Pension costs and other post-retirement benefits**

The company contributes to the personal pensions of participating employees. Contributions payable are re-charged from Helston Garages Group (Management) Limited as detailed in note 2 and are charged to the profit and loss account in the period to which they relate.

**2. STAFF COSTS**

Payroll costs are paid by Helston Garages Group (Management) Limited, a group company, and re-charged at 100% of the cost to that company.

The recharge is made up as follows:

	2014 £'000	2013 £'000
Wages and salaries	647	598
Social security costs	58	56
Other pension costs	14	14
	<u>719</u>	<u>668</u>

The monthly average number of employees during the year, including directors and employees recharged, was as follows:

	2014	2013
Management and administration	11	11
Selling	26	20
	<u>37</u>	<u>31</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

## 3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2014 £'000	2013 £'000
Hire of plant and machinery	4	4
Depreciation - owned assets	32	129
Profit on disposal of fixed assets	(1)	(4)
Auditors' remuneration	5	6
	<u>      </u>	<u>      </u>

	2014 £	2013 £
Directors' remuneration	-	-
	<u>      </u>	<u>      </u>

## 4. INTEREST PAYABLE AND SIMILAR CHARGES

	2014 £'000	2013 £'000
Other loan interest	70	60
	<u>      </u>	<u>      </u>

## 5. TAXATION

## Analysis of the tax (credit)/charge

The tax (credit)/charge on the profit on ordinary activities for the year was as follows:

	2014 £'000	2013 £'000
Current tax:		
UK corporation tax	22	48
Overprovision in previous years	(38)	-
Total current tax	<u>(16)</u>	<u>48</u>
Deferred tax	<u>(65)</u>	<u>(9)</u>
Tax on profit on ordinary activities	<u>(81)</u>	<u>39</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

## 5. TAXATION - continued

## Factors affecting the tax (credit)/charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2014 £'000	2013 £'000
Profit on ordinary activities before tax	90	199
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.500% (2013 - 23.250%)	19	46
Effects of:		
Depreciation in excess of capital allowances	7	2
Adjustments to tax charge in respect of previous periods	(38)	-
Impairment gain	(4)	-
Current tax (credit)/charge	(16)	48

## 6. TANGIBLE FIXED ASSETS

	Freehold property £'000	Plant & machinery, fixtures & fittings £'000	Garage vehicles £'000	Computer equipment £'000	Totals £'000
<b>COST OR VALUATION</b>					
At 1 January 2014	1,380	310	1,088	1	2,779
Additions	7	7	-	-	14
Disposals	(1,405)	(317)	(1,088)	(1)	(2,811)
Reversal of impairments	18	-	-	-	18
At 31 December 2014	-	-	-	-	-
<b>DEPRECIATION</b>					
At 1 January 2014	-	216	109	-	325
Charge for year	-	31	-	1	32
Eliminated on disposal	-	(247)	(109)	(1)	(357)
At 31 December 2014	-	-	-	-	-
<b>NET BOOK VALUE</b>					
At 31 December 2014	-	-	-	-	-
At 31 December 2013	1,380	94	979	1	2,454

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

## 6. TANGIBLE FIXED ASSETS - continued

The freehold property was valued by an external professional valuer prior to being transferred to Helston Garages Limited at market value.

## 7. STOCKS

	2014 £'000	2013 £'000
New vehicles	-	686
Used vehicles	-	594
Parts and accessories	-	47
Miscellaneous stocks	-	24
	<u>-</u>	<u>1,351</u>

## 8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £'000	2013 £'000
Trade debtors	-	184
Amounts owed by group undertakings	1,489	-
Other debtors	-	46
Prepayments and accrued income	-	17
Prepayment on consignment stocks	-	420
	<u>1,489</u>	<u>667</u>

## 9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £'000	2013 £'000
Bank loans and overdrafts (see note 10)	-	128
Payments received in advance	-	19
Trade creditors	-	203
Amounts owed to group undertakings	-	22
Corporation tax	22	48
Vehicle stocking loans	-	2,220
Accruals and deferred income	-	51
Finance for prepayments on consignment stocks	-	420
	<u>22</u>	<u>3,111</u>

The vehicle stocking loans are secured on individual vehicles.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

## 10. LOANS

An analysis of the maturity of loans is given below:

	2014 £'000	2013 £'000
Amounts falling due within one year or on demand:		
Bank overdrafts	-	128
	<u>-</u>	<u>128</u>

## 11. PROVISIONS FOR LIABILITIES

	2014 £'000	2013 £'000
Deferred tax	-	65
	<u>-</u>	<u>65</u>

	Deferred tax £'000
Balance at 1 January 2014	65
Deferred tax charge (note 5)	(65)
	<u>-</u>
Balance at 31 December 2014	<u>-</u>

The balance is analysed as follows:

	2014 £'000	2013 £'000
Accelerated capital allowances	-	65
	<u>-</u>	<u>65</u>

## 12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2014 £'000	2013 £'000
50,000	Ordinary	£1	50	50
			<u>50</u>	<u>50</u>



Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

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13. RESERVES

	Profit and loss account £'000
At 1 January 2014	1,246
Profit for the year	171
	<hr/>
At 31 December 2014	1,417
	<hr/>

14. ULTIMATE PARENT COMPANY

The company's immediate parent is Group SMB Limited.

The ultimate holding company is Helston Garages Group Limited. Accounts for this company may be obtained from the Registrar of Companies, Cardiff.

15. CONTINGENT LIABILITIES

(i) VAT

At 31 December 2014, the company was jointly and severally liable for the VAT liabilities of other group companies totalling £1,901,000 (2013: £1,352,000).

(ii) Lloyds Bank plc

Unlimited cross guarantees have been given to Lloyds Bank plc by the company for the benefit of its holding company and fellow subsidiaries in respect of the group's overdraft facility. The contingent liability at 31 December 2014 is nil (2013: nil).

16. RELATED PARTY DISCLOSURES

The company is exempt from disclosing transactions with other group companies.

17. ULTIMATE CONTROLLING PARTY

The company is controlled by the directors D S Carr and Mrs B V Carr.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2014

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014	2013
	£'000	£'000
Profit for the financial year	171	160
Net addition to shareholders' funds	171	160
Opening shareholders' funds	1,296	1,136
Closing shareholders' funds	1,467	1,296